

EXHIBIT 5

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

JAMES CONTANT, SANDRA LAVENDER,
VICTOR HERNANDEZ, MARTIN-HAN TRAN,
FX PRIMUS LTD., CARLOS GONZALEZ,
UGNIUS MATKUS, CHARLES G.
HITCHCOCK III, JERRY JACOBSON, TINA
PORTER, AND PAUL VERMILLION on behalf
of themselves and all others similarly situated,

Plaintiffs,

v.

BANK OF AMERICA CORPORATION, *et al.*,

Defendants.

Case No. 1:17-cv-03139-LGS

[rel. 13-cv-7789-LGS]

ECF CASE

ORAL ARGUMENT REQUESTED

**DECLARATION OF WILLIAM GOUGHERTY IN SUPPORT OF
THE MOTION OF THE ROYAL BANK OF SCOTLAND GROUP PLC
TO DISMISS FOR LACK OF PERSONAL JURISDICTION**

I, William Gougherty, hereby declare under penalty of perjury the truth of the following statements based upon personal knowledge and knowledge gained from the review of the records of the corporation known as The Royal Bank of Scotland Group plc (“RBS”), which is a defendant in the above-captioned action, and from discussions with others with such knowledge:

1. I am an adult and competent to testify to the matters below. I submit this declaration in support of the motion to dismiss for lack of personal jurisdiction of defendant RBS.

2. I am a Director, Counsel in the wholesale NatWest Markets business, formerly Corporate and Institutional Banking, of the family of corporations ultimately owned by defendant RBS. My responsibilities include, among other things, addressing corporate governance and secretariat issues in relation to activities in the United States. I am authorized to make this declaration on behalf of defendant RBS.

3. Defendant RBS is a United Kingdom bank holding company headquartered and incorporated in Scotland, United Kingdom, with its principal office in Gogarburn, Edinburgh, EH12 1HQ. Defendant RBS's principal place of business is the United Kingdom.

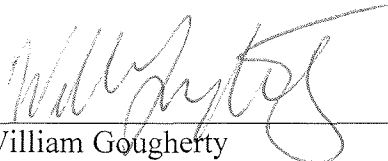
4. Defendant RBS has no offices or operations in New York or anywhere else in the United States.

5. As a bank holding company, defendant RBS is not in the business of engaging in foreign-exchange transactions in New York, in the United States, or anywhere else.

6. As reported in the 2015 annual report of RBS, only 1.9% of the revenue generated by RBS's family of operating subsidiaries in 2015 was attributable to the United States (versus 87.2% from the United Kingdom).

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 4th day of August, 2017, in Stamford, Connecticut.



William Gougherty